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Memorandum of

Exhibit 7 to the

Declaration of Kelly M. Klaus in

Support of

Defendants'

Motion for

Points &

Authorities

Page 5,

DD3 in

Entirety

connection

with *Beauty*

and the Beast.

specific dollar

amount paid to

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Before the Court is Defendants' Administrative Motion to File Under Seal ("Administrative Motion") certain specified documents supporting Defendants' Motion for Summary Judgment and *Daubert* Motions.

Having considered the Motion, and any declarations and supporting documentation, thereto, the Court finds that there are "compelling reasons" for granting the Administrative Motion. *Ctr. For Auto Safety v. Chrysler Grp., LLC*, 809 F.3d 1092, 1096 (9th Cir. 2016). Sealing of Defendants' confidential and proprietary business information is warranted because of the possibility of injury from disclosure, in that competitors could use such information to "gain a competitive advantage in the marketplace." *Intel Corp. v. VIA Techs., Inc.*, 198 F.R.D. 525, 531 (N.D. Cal. 2000). If disclosed through these proceedings, this information could compromise future negotiations relating to similar work in connection with future motion picture production.

Based on Defendants' Motion, and good cause appearing therefrom, Defendants'

Administrative Motion is **GRANTED** and it is hereby **ORDERED** that the following documents and portions thereof shall be filed under seal:

Document Portion To Be Redacted Basis for Redaction

Motion for Summary Judgment

The proposed redaction reflects confidential information regarding amounts paid for visual effects services. Public disclosure could impact Defendants' future negotiations with its visual effects vendors. Defendants have designated this information Highly Confidential – Attorneys' Eyes Only pursuant to the stipulated protective order, Dkt. 114. The Court previously granted Defendants' motion to seal this information. Dkt. 251 at 3 (granting motion to seal Declaration of Mimi Steele).

This document is the Production Cost Report for *Beauty* and the Beast. Defendants produced this document with the Bates stamp DIS-REARDEN-0033162 to -64 and designated it Highly Confidential – Attorneys' Eyes Only pursuant to the stipulated protective order. This document contains highly confidential and sensitive

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2	Document	Portion To Be Redacted	Basis for Redaction
3 4	Summary Judgment		information regarding specific costs that Defendants incurred in connection with <i>Beauty and the Beast</i> . This document has not been subject to a previous motion to seal.
5			
6	Exhibit 12 to the Declaration of	Entirety	This document contains excerpts from the deposition of Steve Gaub that discuss confidential discussions
7	Kelly M. Klaus in Support of		regarding creative decisions in the production of the motion picture <i>Beauty and the Beast</i> . Defendants
8	Defendants' Motion for		designated the transcript as Confidential and the documents discussed in this portion of the transcript as
9	Summary Judgment		Highly Confidential – Attorneys' Eyes Only pursuant to the stipulated protective order. This document has not
11			been subject to a previous motion to seal.
12	Exhibit 22 to the	Entirety	This document contains excerpts from the deposition of
13	Declaration of Kelly M. Klaus in		David Taritero that discuss confidential discussions regarding Defendants' business strategy and creative
14	Support of Defendants' Motion for		decisions in the production of the motion picture <i>Beauty</i> and the <i>Beast</i> . Defendants designated the transcript as Highly Confidential – Attorneys' Eyes Only pursuant to
15	Summary Judgment		the stipulated protective order. This document has not been subject to a previous motion to seal.
16	Exhibit 23 to the	Entirety	This document contains excerpts from the deposition of
17	Declaration of Kelly M. Klaus in	Entirety	Mimi Steele that discuss confidential information regarding Defendants' business relationships with third-
18	Support of Defendants'		party vendors. Defendants designated the transcript as Confidential pursuant to the stipulated protective order.
19	Motion for Summary		This document has not been subject to a previous motion to seal.
20	Judgment		
21	Exhibit 26 to the	Entirety	This document is the June 1, 2023 rebuttal expert report
22	Declaration of Kelly M. Klaus in	, and the second	of Plaintiffs' expert, Philip Fier. Mr. Fier's rebuttal report contains highly confidential and sensitive
23	Support of Defendants'		information regarding specific dollar amounts for Defendants' revenues and costs relating to <i>Beauty and</i>
24	Motion for Summary		the Beast, as well as confidential and competitively sensitive information about Defendants' market
25	Judgment		positioning of films. This document has not been subject to a previous motion to seal. Defendants are also
26			seeking to seal this document as Exhibit 3 to the Declaration of Kelly M. Klaus in support of Defendants'
27			Motion to Exclude Portions of Philip Fier's Testimony.
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2	Document	Portion To Be Redacted	Basis for Redaction
3 4	Exhibit 27 to the	Entirety	This document is the June 14, 2023 surrebuttal expert
5	Declaration of Kelly M. Klaus in Support of		report of Plaintiffs' expert, Philip Fier. Mr. Fier's surrebuttal report contains highly confidential and sensitive information regarding specific dollar amounts
6	Defendants' Motion for Summary		for Defendants' revenues and costs relating to <i>Beauty</i> and the <i>Beast</i> , as well as confidential and competitively sensitive information about Defendants' market
7	Judgment		positioning of films. Defendants designated all such information as Highly Confidential – Attorneys' Eyes
8 9			Only pursuant to the stipulated protective order. This document has not been subject to a previous motion to seal. Defendants are also seeking to seal this document
10			as Exhibit 5 to the Declaration of Kelly M. Klaus in support of Defendants' Motion to Exclude Portions of
11			Philip Fier's Testimony.
12	Exhibit 28 to the Declaration of	Entirety	This document is the April 20, 2023 opening expert report of Defendants' expert, Kristie Kershaw. Ms.
13 14	Kelly M. Klaus in Support of Defendants'		Kershaw's report contains confidential and competitively sensitive information about Defendants' business strategy and market positioning of films.
15	Motion for Summary		Defendants designated this information as Highly Confidential – Attorneys' Eyes Only pursuant to the
16	Judgment		stipulated protective order. This document has not been subject to a previous motion to seal. Defendants are also seeking to seal excerpts of this document as Exhibit 11
17 18			to the Declaration of Kelly M. Klaus in connection with Defendants' Motion to Exclude Portions of Philip Fier's Testimony.
19	Exhibit 30 to the	Entirety	This document is the April 20, 2023 opening expert
20	Declaration of Kelly M. Klaus in		report of Defendants' expert, Robin Russell. Ms. Russell's report confidential and competitively sensitive
21 22	Support of Defendants' Motion for		information about Defendants' internal business practices, including Defendants' negotiations and contractual terms with vendors. This document has not
23	Summary Judgment		been subject to a previous motion to seal.
24	Motion to Evaluda Tastimony of Cindy Imags		
25	Motion to Exclude Testimony of Cindy Ievers		
26	Exhibit I to the Declaration of	Entirety	This document is a May 29, 2015 callsheet from the production of <i>Beauty and the Beast</i> . Defendants
27 28	John Schwab in Support of Defendants'		produced this document with the Bates stamp DIS-REARDEN-0032022 to -25 and marked it as Ievers Exhibit No. 1313. This document reflects confidential

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2	Document	Portion To Be Redacted	Basis for Redaction
3	Motion to Exclude Testimony of		and sensitive information about motion picture production that is not publicly disclosed, including travel
4	Cindy Ievers		details and phone numbers. Defendants designated this
5			document as Confidential pursuant to the stipulated protective order. This document has not been subject to a previous motion to seal.
6			a previous motion to sear.
7	Exhibit O to the Declaration of	Entirety	This document is a calendar of the production schedule for <i>Beauty and the Beast</i> . This document was marked as
8	John Schwab in Support of		Ievers Exhibit No. 1316. This document reflects confidential and sensitive information about motion
9	Defendants' Motion to Exclude		picture production that is not publicly disclosed. Defendants designated this document as Confidential
10	Testimony of Cindy Ievers		pursuant to the stipulated protective order. This document has not been subject to a previous motion to
11	Chiay levers		seal.
12	Motion to Evaluda Partions of Philip Figr's Tastimony		
13	Motion to Exclude Portions of Philip Fier's Testimony		
14	Memorandum of Points &	Pages 2, 4, 6, and 14,	These portions of Defendants' brief discuss or reflect (1) sensitive, highly confidential information regarding
15	Authorities	specific dollar amounts of	Defendants' revenues and costs relating to <i>Beauty and</i> the <i>Beast</i> , and (2) proprietary market research conducted
16 17		Beauty and the Beast profits.	by Defendants in connection with <i>Beauty and the Beast</i> . Defendants' designated the underlying information
18		Page 4, table	under the stipulated protective order. Public disclosure of this information could undermine Defendants'
19		reflecting Defendants'	competitive advantage in the marketplace. This document has not been subject to a previous motion to
20		proprietary market	seal.
21		research.	
22	Exhibit 1 to the	Entirety	This document is the April 21, 2023 opening expert
23	Declaration of Kelly M. Klaus in		report of Plaintiffs' expert, Philip Fier. Mr. Fier's rebuttal report contains highly confidential and sensitive
24	Support of Defendants'		information regarding specific dollar amounts for Defendants' revenues and costs relating to <i>Beauty and</i>
25	Motion to Exclude Portions of Philip		the Beast. This document has not been subject to a previous motion to seal.
26	Fier's Testimony		
27	Exhibit 3 to the	Entirety	This document is the June 1, 2023 rebuttal expert report
28	Declaration of Kelly M. Klaus in Support of		of Plaintiffs' expert, Philip Fier. Mr. Fier's rebuttal report contains highly confidential and sensitive information regarding specific dollar amounts for

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2	Document	Portion To Be Redacted	Basis for Redaction
3	Defendants'		Defendants' revenues and costs relating to Beauty and
4	Motion to Exclude Portions of Philip		the Beast, as well as confidential and competitively sensitive information about Defendants' market
5	Fier's Testimony		positioning of films. Defendants designated this information as Highly Confidential – Attorneys' Eyes
6			Only pursuant to the stipulated protective order. This document has not been subject to a previous motion to seal. Defendants are also seeking to seal this document
7			as Exhibit 26 to the Declaration of Kelly M. Klaus in support of Defendants' Motion for Summary Judgment.
8			support of Defendants Motion for Summary Judgment.
9	Exhibit 5 to the Declaration of	Entirety	This document is the June 14, 2023 surrebuttal expert report of Plaintiffs' expert, Philip Fier. Mr. Fier's
10	Kelly M. Klaus in Support of		surrebuttal report contains highly confidential and sensitive information regarding specific dollar amounts
11	Defendants'		for Defendants' revenues and costs relating to <i>Beauty</i>
12	Motion to Exclude Portions of Philip		and the Beast, as well as confidential and competitively sensitive information about Defendants' market
13	Fier's Testimony		positioning of films. Defendants designated this information as Highly Confidential – Attorneys' Eyes
14			Only pursuant to the stipulated protective order. This document has not been subject to a previous motion to
15			seal. Defendants are also seeking to seal this document as Exhibit 27 to the Declaration of Kelly M. Klaus in support of Defendants' Motion for Summary Judgment.
16			support of Defendants Motion for Summary suagment.
17	Exhibit 7 to the	Entirety	Mr. Fier prepared this table based on Defendants'
18	Declaration of Kelly M. Klaus in		proprietary market research, which is kept confidential. Defendants seek to seal this document because public
19	Support of Defendants'		disclosure of Defendants' proprietary research could undermine Defendants' competitive advantage in the
20	Motion to Exclude Portions of Philip		marketplace. This document has not been subject to a previous motion to seal.
21	Fier's Testimony		
22	Exhibit 10 to the	Entirety	This document was marked as Condon Exhibit No. 145.
23	Declaration of Kelly M. Klaus in		Defendants designated this document Confidential under the stipulated protective order. The document contains
24	Support of Defendants'		confidential discussions regarding creative decisions in
25	Motion to Exclude Portions of Philip		the production of <i>Beauty and the Beast</i> . Defendants are in the business of creating and producing motion pictures and other entertainment content, and the details
26	Fier's Testimony		of the creative development processes reflected in these documents constitute trade secrets. Defendants derive
27			independent economic value from the information contained in these documents not being generally
28			known, and Defendants maintain this information in

1		Portion To Be	
2	Document	Redacted	Basis for Redaction
3			confidence. The Court previously granted a motion to seal this document. Dkts. 264, 276.
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5	Exhibit 11 to the Declaration of	Entirety	This document contains excerpts from the April 20, 2023 opening expert report of Defendants' expert, Kristie
6	Kelly M. Klaus in		Kershaw. Ms. Kershaw's report contains confidential
7	Support of Defendants'		and competitively sensitive information about Defendants' business strategy and market positioning of
8	Motion to Exclude Portions of Philip		films, which Defendants had designated as Highly Confidential – Attorneys' Eyes Only pursuant to the
9	Fier's Testimony		stipulated protective order. This document has not been subject to a previous motion to seal. Defendants are also
10			seeking to seal this document as Exhibit 28 to the Declaration of Kelly M. Klaus in connection with
11			Defendants' Motion for Summary Judgment.
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	IT IS SO ORDERE	ED.	
14			The Honorable Jon S. Tigar
15	DATED:	, 2023	United States District Judge

1.4	IT IS SO ORDERED.			
14			The Honorable Jon S. Tigar	
15	DATED:	, 2023	United States District Judge	
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